**HSV: Annual General Mandate 2024**

On April 22, 2024, HSV Viet Nam Group Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on the summary of production and business results in 2023 and the duty orientation for 2024

1. Results of production and business activities in 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Plan | Results | Results/Plan (%) |
| 1 | Total revenue | 900,000,000,000 | 683,425,105,653 | 75.94% |
| 2 | Charter capital | 217,499,940,000 | 157,499,940,000 | 72.41% |
| 3 | Profit after tax | 5,000,000,000 | 3,630,506,805 | 72.61% |
| 4 | Dividends | - | - | - |

1. Production and business plan for 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | 2023 Results | 2024 Plan |
| 1 | Total revenue | 683,425,105,653 | 800,000,000,000 |
| 2 | Charter capital | 157,499,940,000 | 207,499,940,000 |
| 3 | Profit after tax | 3,630,506,805 | 4,000,000,000 |
| 4 | Dividends | 0% | 0% |

‎‎Article 2. Approve the Board of Directors' Activity Report on the duty implementation in 2023, and duty targets and recommendations in 2024

‎‎Article 3. Report on activities of the Board of Directors’ independent members in the Audit Committee

‎‎Article 4. Approve the Audited Financial Statements 2023

‎‎Article 5. Approve the Proposal on the selection of an audit company in 2024

‎‎Article 6. Approve the Proposal on remuneration payment to the Board of Directors in 2023, the payment plan for 2024; the profit distribution plan for 2023 and the expected profit distribution plan for 2024

1. Profit distribution plan for 2023

Based on the Company's production results in 2023, the Board of Directors submitted to the General Meeting for approval of:

No appropriation for funds from 2023 profits

The remainder of the accumulated undistributed profits after tax as of December 31, 2023 after remuneration payment to the Board of Directors being left for the Company's production and business activities.

1. Profit distribution plan for 2024

Plan on dividend payment and appropriation for funds for 2024: The General Meeting authorized the Board of Directors to prepare a profit distribution plan for 2024 and report to the Annual General Meeting 2025 for approval.

‎‎Article 7. Approve the Report on the results of capital increase and capital use of the Company in 2023

‎‎Article 8. Approve the Proposal on the amendment of the Company’s Charter.

‎‎Article 9. Approve the Proposal on the plan for share issuance to increase charter capital

Private placement for charter capital increase:

|  |  |
| --- | --- |
| * Share name:
 | Shares of HSV Viet Nam Group Joint Stock Company |
| * Number of shares expected to be offered:
 | 5,000,000 shares |
| * Total expected offering value at par value:
 | VND 50,000,000,000 |
| * Type of offered shares:
 |  Common shares |
| * Par value:
 |  VND 10,000/share |
| * Issuance price
 |  VND 10,000/share |
| * Issuance method:
 |  Private placement |
| * Eligible buyers:
 |  Selection criteria:* Partners and investors with sufficient financial capacity;
* Investors who have aspirations and wish to contribute capital to the Company;
* Preferably investors who are committed to be the Company’s long-term partner, and are able to support the Company in management, technology, and improvement of the Company's competitiveness and brand in the market.

Eligible buyers: The General Meeting authorizes the Board of Directors to select investors to offer shares and the number of shares offered to each investor in this private placement on the basis of ensuring maximum benefits for the Company's shareholders. |
| * Number of investors in the offering:
 |  Under 50 investors, excluding professional securities investors |
| * Transfer of share purchase rights:
 |  The strategic investor who is allocated the purchase rights in this case is not allowed to transfer share purchase rights to another subject |
| * Transfer restriction:
 |  Shares offered privately to investors will be restricted from transferring for the number of shares purchased within 3 years for strategic investors and 1 year for professional securities investors from the date of completion of the offering |
| * Plan to handle the number of shares that are not fully distributed:
 |  In case the issued shares are not fully purchased by investors, the General Meeting authorizes the Board of Directors to distribute them to other subjects. The offering price to these subjects is, in principle, not lower than that to investors |
| * Registration for share purchase:
 | Investors who satisfy the investor criteria approved by the General Meeting or the Board of Directors (if the General Meeting authorizes the Board of Directors to select) will register to purchase shares and pay at the Company according to the notice. |
| * Distribution term:
 | The private placement will be conducted within 90 days from the date of its approval by the competent authority |
| * Execution time:
 | Expected in 2024 |
| * Remedies in case the offering does not meet the expected minimum proceeds:
 | The Company does not set a target of the minimum successful offering rate. At the end of the prescribed offering time, if the Company does not offer all the shares as registered and the proceeds from the issuance are not enough as expected, the General Meeting authorizes the Board of Directors to implement the following solutions depending on the practical situation:* Apply for extending the offering to continue offering the remaining shares;
* Adjust the capital use plan based on the practical business situation
* Proceed to supplement insufficient capital through bank loans according to credit contracts and/or issuing corporate bonds.
 |
| * Capital use plan
 | Invest in buying subsidiaries and supplementing working capital, repaying bank loans. |

Details of capital use and priority order are as follows:

Plan 1:

|  |  |  |
| --- | --- | --- |
| No. | Purpose | Expected amount |
| 1 | Invest in purchasing shares of Manh Cuong Agricultural Processing Group Joint Stock Company, whose information is as follows:* Business code: 0107867853
* Address: House No. 09, Lot 06, Phung Khoang Housing Project, Trung Van Ward, Nam Tu Liem District, Hanoi City, Vietnam
* Charter capital: VND 50 billion
 | VND 22,500,000,000 |
| 2 | Supplement working capital, repay bank loans | VND 27,500,000,000 |
| Total | VND 50,000,000,000 |

Plan 2:

|  |  |  |
| --- | --- | --- |
| No. | Purpose | Expected amount |
| 1 | Invest in purchasing shares of Xuan Truong Construction - Trading Joint Stock Company, whose information is as follows:* Business code: 0500573626
* Address: Lai Thuong Hamlet, Lai Thuong Commune, Thach That District, Hanoi City
* Charter capital: VND 135 billion
 | VND 30,000,000,000 |
| 2 | Supplement working capital, repay bank loans | VND 20,000,000,000 |
| Total | VND 50,000,000,000 |

The General Meeting authorizes the Board of Directors to select and decide to use capital according to plan 1 or plan 2, and change the investment amount for each purpose to suit the practical situation when issuing, ensuring maximum benefits for the Company's shareholders.

* Approve the amendment of the Charter on the additional capital after the issuance: The General Meeting approved amendments to Articles related to charter capital and number of shares in the Company's Charter of Organization and Operations, in accordance with practical changes after the issuance, and the provisions of law. The Board of Directors respectfully proposes that the General Meeting authorize the Board of Directors to amend the provisions related to charter capital and a number of shares in the Company’s Charter of Organization And Operations of after completing the share issuance according to the practical results of the issuance. Furthermore, it is proposed to authorize the Board of Directors and the Legal Representative to decide on tasks related to amending the charter in accordance with the provisions of law.
* Perform procedures to amend business registration content: The General Meeting approved the amendment to the Company's business registration content, related to practical changes induced by the issuance. The Board of Directors respectfully proposes that the General Meeting approve the authorization of the Board of Directors and the Legal Representative to perform tasks related to amending the content of charter capital in the business registration, according to the practical results of the issuance, with competent state agencies.

‎‎Article 10. Approve the Proposal on the amendment and supplementation of some business lines.

‎‎Article 11. Terms of enforcement

This General Mandate was approved in the Annual General Meeting 2024 of HSV Viet Nam Group Joint Stock Company and took effect from the date of its signing.

Members of the Board of Directors, Audit Committee and Executive Board are responsible for implementing this General Mandate and organizing the implementation under applicable laws and the Company's Charter on Organization and Operations.